

Patrick J. Neligan, Jr.
State Bar. No. 14866000
Douglas J. Buncher
State Bar No. 03342700
John D. Gaither
State Bar No. 24055516
NELIGAN LLP
325 North St. Paul, Suite 3600
Dallas, Texas 75201
Telephone: 214-840-5333
Facsimile: 214-840-5301
pneligan@neliganlaw.com
dbuncher@neliganlaw.com
jgaither@neliganlaw.com

PROPOSED COUNSEL FOR DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CHAPTER 11
	§	
NATIONAL RIFLE ASSOCIATION	§	CASE NO. 21-30085-hdh11
OF AMERICA and SEA GIRT LLC,	§	
	§	
DEBTORS¹	§	Jointly Administered

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT OF COLLIERS
INTERNATONAL AS THE DEBTORS' REAL ESTATE BROKER**

National Rifle Association of America (the “NRA”) and Sea Girt LLC, the debtors and debtors in possession (together, the “Debtors”) in the above-captioned bankruptcy cases (the “Bankruptcy Cases”), file this Application (the “Application”) for an order authorizing the Debtors to employ Colliers International (“Colliers”) as the Debtors’ real estate broker and, in support, state as follows:

I. Jurisdiction and Venue

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. § 1334. This

¹ The last four digits of the Debtors’ taxpayer identification numbers are: 6130 (NRA) and 5681 (Sea Girt). The Debtors’ mailing address is 11250 Waples Mill Road, Fairfax, Virginia 22030.

is a core proceeding under 28 U.S.C. § 157(b). The Debtors consent to entry of a final order.

2. Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are Bankruptcy Code sections 327 and 328.

II. Relief Requested

A. Purpose and Terms of Engagement of Colliers

1. Colliers is a leading commercial real estate brokerage, professional services and investment management company for landlords, tenants, and investors. With operations in 68 countries, and more than 15,000 employees, Colliers provides expert advice to maximize the value of property for real estate occupiers, owners and investors. Further information regarding Colliers can be found on its website, www2.colliers.com.

2. The Debtors intend to file a joint plan of reorganization which satisfies all allowed claims of creditors and enables the NRA to continue its mission to protect the Second Amendment rights of all Americans in addition to continuing the numerous educational and safety programs it has offered its members and the American public for over 150 years. The NRA anticipates emerging from chapter 11 as a non-profit entity domiciled in Texas which in turn requires the expertise and knowledge offered by Colliers.

3. The Debtors seek authority to enter into the Tenant/Buyer Advisory and Representation Agreement with Colliers attached hereto as Exhibit 1 (the “Agreement”). Initially, Colliers will assist the Debtors in locating and renting office space in Texas, most likely in the North Texas Dallas-Fort Worth region. Certain executives are relocating to Texas, and will use this office space in connection with the NRA establishing a principal place of business in the state. At some later date, Colliers may also assist the Debtors in purchasing property in connection with an anticipated relocation of the NRA’s corporate headquarters.

4. Jay Kyle, Executive Director and Principal in Colliers' Houston office will serve as the broker for this engagement. Jay Kyle is a member of SIOR, the Society of Industrial and Office Realtors and, therefore, highly qualified for the engagement.

5. The terms of the Agreement, including the financial terms, are standard industry terms.

B. Disclosure Regarding Conflicts of Interest and Prior Relationship

6. To the best of the Debtors' knowledge and based on the declaration of Jay Kyle, which is attached as Exhibit 2 (the "Kyle Declaration"), Colliers is a "disinterested person" as that term is defined in Bankruptcy Code §§ 101(14) and § 1107(b). Colliers has informed the Debtors that, except as may be set forth in the Kyle Declaration, it does not represent any other entity having an interest adverse to the Debtors or their bankruptcy estates in connection with the Bankruptcy Cases and, therefore, believes that it is eligible to be retained as the Debtors' real estate broker under Bankruptcy Code §§ 327 and 328.

7. The Kyle Declaration sets forth, under Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, Colliers' connections with the Debtors, their affiliates, their top 20 creditors, the Pension Benefit Guaranty Corporation, the State of California Franchise Tax Board, the offices of the United States Trustee, and other known parties in interest. If any new relevant facts or relationships are discovered, the Debtor understands that Colliers will supplement its disclosures to this Court.

8. The Debtors request approval of the engagement of Colliers pursuant to the Agreement attached hereto as Exhibit 1, subject to the standard of review provided by § 328(a), pursuant to which the Debtors "with court approval, may employ or authorize the employment of a professional person under section 327 on any reasonable terms and conditions of employment, including a retainer, on an hourly basis, or on a contingent fee basis."

III. Prayer

The Debtors request that the Court grant this Application by entering an order that: (a) approves Colliers as the Debtors' real estate broker for the purposes and on the terms set forth herein and in the Agreement; and (b) grant the Debtors such other and further relief as this Court may deem just and proper.

Dated: February 8, 2021.

Respectfully submitted,

/s/ Patrick J. Neligan, Jr.

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Douglas J. Buncher

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State Bar No. 24055516

NELIGAN, LLP

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 8th day of February 2021 a true and correct copy of the foregoing was served via first class U.S. mail on the parties named on the attached Master Service List.

/s/ Douglas J. Buncher
Douglas J. Buncher

In re: Sea Girt LLC - Case No. 21-30080
In re: National Rifle Association of America - Case No. 21-30085

MASTER SERVICE LIST

Debtor/Debtor's Counsel

National Rifle Association of America
11250 Waples Mill Road
Fairfax, VA 22030

Neligan LLP
Attn: Patrick J. Neligan
Douglas J. Buncher
John D. Gaither
325 N. St. Paul, Suite 3600
Dallas, TX 75201
Email: pneligan@neliganlaw.com
dbuncher@neliganlaw.com
jgaither@neliganlaw.com

Sea Girt LLC
11250 Waples Mall Road
Fairfax, VA 22030

U.S. Trustee

Office of the United States Trustee
Attn: Lisa Young
Earle Cabell Federal Building
1100 Commerce Street, Room 976
Dallas, TX 75242

Secured Creditors

Atlantic Union Bank
Attn: Andrew Kalin
1800 Robert Fulton Drive, Suite 100
Reston, VA 20191
Email: andrew.kalin@atlanticunionbank.com

20 Largest Unsecured Creditors

Ackerman McQueen, Inc.
1601 Northwest Expressway
Oklahoma City, OK 73118-1438

Membership Marketing Partners LLC
11250 Waples Mill Road, Suite 310
Fairfax, VA 22030

Gould Paper Corporation
Attn: Warren Connor
99 Park Avenue, 10th Floor
New York, NY 10016

Infocision Management Corp.
325 Springside Drive
Akron, OH 44333

Under Wild Skies
201 N. Union Street, Suite 510
Alexandria, VA 22314

Valtim Incorporated
P.O. Box 114
Forest, VA 24551

Quadgraphics
N63W23075 Hwy. 74
Sussex, WI 53089

Communications Corp of America
Attn: Judy Reid
13195 Freedom Way
Boston, VA 22713

Membership Advisors Public REL
11250 Waples Mill Road, Suite 310
Fairfax, VA 22030

Salesforce.Com, Inc.
One Mark St. – The Landmark, Suite 300
San Francisco, CA 94105

Mercury Group
1601 NW Expressway, Suite 1100
Oklahoma City, OK 73118

Speedway Motorsports, Inc.
P.O. Box 600
Concord, NC 28026

Image Direct Group LLC
200 Monroe Avenue, Building 4
Frederick, MD 21701

Google
1600 Amphitheatre Parkway
Mountain View, CA 94043-1351

TMA Direct, Inc.
12021 Sunset Hills Road, Suite 350
Manassas, VA 20109

United Parcel Services
P.O. Box 7247-0244
Philadelphia, PA 19170

Membership Advisors Fund Raising
11250 Waples Mill Road, Suite 310
Fairfax, VA 22030

Stone River Gear, LLC
P.O. Box 67
Bethel, CT 06801

Krueger Associates, Inc.
105 Commerce Drive
Aston, PA 19014

CDW Computer Centers, Inc.
P.O. Box 75723
Chicago, IL 60675

Government Agencies

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Office of Attorney General (NY)
Attn: Letitia James
28 Liberty Street
New York, NY 10005

Office of Attorney General (DC)
Attn: Karl A. Racine
441 Fourth St., N.W., Suite 600-South
Washington, DC 20001

Office of Attorney General (TX)
Attn: Ken Paxton
P.O. Box 12548
Austin, TX 78711-2548

Mahmooth A. Faheem
Lori A. Butler
Pension Benefit Guaranty Corporation
1200 K NW
Washington, DC 20005-4026
mahmooth.faheem@pbgc.gov
butler.lori@pbgc.gov
efile@pbgc.gov

Notice of Appearance

Laurie A. Spindler
Linebarger Coggan Blair & Sampson, LLP
2777 N. Stemmons Freeway, Suite 1000
Dallas, TX 75207
dallas.bankruptcy@publicans.com

G. Michael Gruber
Dorsey & Whitney LLP
300 Crescent Court, Suite 400
Dallas, TX 75201
gruber.mike@dorsey.com

Brian E. Mason
Dorsey & Whitney LLP
300 Crescent Court, Suite 400
Dallas, TX 75201
mason.brian@dorsey.com

H. Joseph Acosta
Dorsey & Whitney LLP
300 Crescent Court, Suite 400
Dallas, TX 75201
acosta.joseph@dorsey.com

Natalie L. Arbaugh
Winston & Strawn LLP
2121 N. Pearl Street, Suite 900
Dallas, TX 75201
narbaugh@winston.com

Thomas M. Buchanan
Matthew Saxon
Winston & Strawn LLP
1901 L St., N.W.
Washington, DC 20036
tbuchana@winston.com
msaxon@winston.com

David Neier
Winston & Strawn LLP
200 Park Avenue
New York, NY 10166-4193
dneier@winston.com

Tara LeDay
McCreary, Veselka, Bragg & Allen, P.C.
P.O. Box 1269
Round Rock, TX 78680
tleday@mvalaw.com

Michael I. Baird
Pension Benefit Guaranty Corporation
1200 K St. NW
Washington, DC 20005-4026
baird.michael@pbgc.gov
efile@pbgc.gov

Mark Ralston
Fishman Jackson Ronquillo PLLC
Three Galleria Tower
13155 Noel Road, Suite 700
Dallas, TX 75240
mrалston@fjrpllc.com

Robert Lapowsky
Stevens & Lee, P.C.
620 Freedom Business Center, Suite 200
King of Prussia, PA 19406
rl@stevenslee.com

Joe E. Marshall
Marshall Law
2626 Cole Avenue, Suite 300
Dallas, TX 75204
jmarshall@marshalllaw.net

M. Jermaine Watson
Joshua N. Eppich
H. Brandon Jones
Clay M. Taylor
J. Robertson Clarke
Bonds Ellis Eppich Schafer Jones LLP
420 Throckmorton Street, Suite 1000
Fort Worth, TX 76102
jermaine.watson@bondsellis.com
joshua@bondsellis.com
clay.taylor@bondsellis.com
brandon@bondsellis.com
robbie.clarke@bondsellis.com

Brandon R. Freud
Chuhak & Tecson, P.C.
30 S. Wacker Drive, Suite 2600
Chicago, IL 60606
bfreud@chuhak.com

Kevin T. White
Director – Legal
Quad/Graphics, Inc.
601 Silveron Blvd., Suite 200
Flower Mound, TX 75028
ktwhite@quad.com

David W. Giattino
Stevens & Lee, P.C.
919 Market Street, Suite 1300
Wilmington, DE 19801
dwg@stevenslee.com

Duane M. Geck
Donald H. Cram
Severson & Werson, P.C.
One Embarcadero Center, Suite 2600
San Francisco, CA 94111
dmg@severson.com
dhc@severson.com